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September 6, 2018

Mr. Joseph P. Messina  
Prince Lobel Tye LLP  
One International Place, Suite 3700  
Boston, MA 02110

Dear Mr. Messina,

I am in receipt of your letter dated August 24, 2018 and understand you are requesting various information from me in my capacity as Director of Chime Media LLC (Chime) and perhaps also in my capacity as CEO of Chime. I understand that your clients Ruckman and Salhany will not receive this letter or attachments until they have signed the NDA and I have received a copy of it.

Before we delve into the information you've requested, I want to make sure that you understand that Chime has no other Directors and at no time has Mr. Stewart been a Director of Chime.

You've requested much more information than your clients are entitled to as equity owners. However, in the interest of transparency and cooperation with all of our equity owners, I'm providing you a compilation of confidential information to enable your clients to have a comprehensive understanding of Chime's recent operations and financial condition.

However, I understand that at least one of your clients, Mark Ruckman, may be providing products or services in competition with Chime. Information contained herein is being provided solely for the purposes of monitoring the status of your clients' investment in Chime. Your acceptance of this information will be deemed to be your and your clients' agreement to keep all of the information strictly confidential and to use the information solely for the purpose of monitoring their investment in Chime. It may not be used for any other purpose, including, but not limited to competing with Chime or harming Chime in any way.

Separately, Rich Kosowsky is not copied in this letter or being provided these materials until he commits that this information will only be used for his purposes in evaluating his investment in Chime. While not your client please be aware that we know that Kosowsky has been disparaging Chime and interfering with Chime's relationships and potential transactions with third parties.

In this letter and in the attachments, I will do my best to provide you with all of the information you requested, again, even though much of it goes beyond the information that Chime is obligated to share with its equity owners. If there appears to be something missing please let me know. If you or your clients have any questions about these materials or other matters, please let me know as well and I will respond as promptly and fully as possible.

1. All financial records here have been prepared by Chime and not by any outside accountants, with the exception of our tax returns. As you may know Chime has been developing technology and processes for the Media and Entertainment Industry and additionally to support the new financial product called True RBS. As a result, we have been in a development mode and

EXHIBIT

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without revenues. With limited resources, we do not have sufficient cash to pay an accountant to prepare our financial statements or review our financial records. We use a cash basis for accounting purposes, these statements are not GAAP, they were prepared for the purpose of producing our tax returns.

- a. Attached are Chime's annual year-end Profit and Loss Statements from 2008 to 2016
- b. Attached are Chime's annual year-end Balance Sheets from 2008 to 2016
2. Tax returns for 2015, 2016 and 2017.
  - a. Attached are copies of the Chime Federal and State Tax returns for 2015, 2016, and 2017.
3. Names and addresses are included on the tax filings, please keep them confidential. I am the only Director and you have my contact information. Attached is the current Member Table.
4. Operating Agreement is attached as is the Exhibit A from 2012.

#### Additional Information

1. No formal valuations have ever been completed for Chime Media. Early stage companies like Chime prepare formal valuations for Section 409A purposes, but we have not granted options, so we have not needed Section 409A valuations.
2. Chime has not produced any offering documents.
3. In August 2012 Chime issued preferred membership interests and copies of the Operating Agreement, Exhibit A to the Operating Agreement, the related Subscription Agreement and Accredited Investor Questionnaire are attached.
4. Starting in 2012 all cash for Chime operations was provided by Ledgewood Design LLC (Ledgewood), which is a sole member LLC of which I am the sole member. This cash was generated by Ledgewood selling its/my membership interests in Chime to investors. A form of that purchase agreement is attached. Chime did not issue any additional membership interests after 2012.
  - a. All new investors clearly understand that we are engaged in a high-risk venture and while we have a lot of activity no one can know the result and/or the timing of that result.
  - b. It is also clear to investors that a portion of the proceeds of these sales of my personal membership interests were to be used by me for my personal expenses and a portion were to be reinvestment by me into Chime to help fund operations. These investments have been recorded as loans to Chime.
  - c. At this time, the amount that I've reinvested in Chime is in excess of \$2.1m and has been accounted for in a due to/from Ledgewood/George account.
  - d. I have not and am not taking a salary, with the exception of \$500/month for about two months this year to qualify for our BCBS health insurance plan.
  - e. While we use a cash basis for accounting, additionally there are in excess of \$4.4m in liabilities associated with Chime not including the due to Ledgewood amount.
  - f. \$2.35m of this A/P is a result of two investors at critical times for Chime requesting mezzanine type terms as inducement to purchase Ledgewood membership interests in Chime. Chime is restricted from this level of debt by our Operating Agreement, so I personally guaranteed the debt portion of their interest purchases.
    - i. The current amount due to Ledgewood is in excess of \$2.1m.

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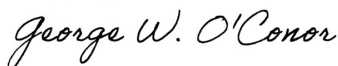


5. Attached are Chime's Accredited Investor Questionnaire, and Subscription Agreements from 2012, as well as Ledgewood Purchase Agreement. Also, various disclosure language throughout confidential briefing materials. Attached is Chime's standard disclosure language.
6. Since late 2012 Chime has not had any sales of membership interests or securities offerings, any and all changes in membership have been private sales of my membership interests to other accredited investors. Therefore, there has been no need to make any SEC related filings.
7. Included here are confidential briefing materials which Chime or I presented to various prospective investors, employees and supply chain partners. These are only shared with a signed Non-Disclosure Agreement (NDA). These materials are only for the purpose of understanding the technology and processes invented and our past go to market strategies and our proposed go to market strategies. Advisors and Directors mentioned in these documents are prospective as of the future funding event. Each briefing material is dated and only valid from that date until a new version is created. Included here are examples of these.
  - a. Following examples of our briefing documents are attached:
    - i. Mini Deck Chime Confidential 8.26.18
    - ii. Deck Chime Confidential July, dated 7.26.18 on page 23
    - iii. Deck Chime Confidential as of August 26 2018 has a date of 8.26.18 on page 23
    - iv. Current Chime Deck
    - v. Pro-Forma budget projections from date of upcoming funding event.
8. E-receipt of Patent Application attached. Trademark Application attached. With additional NDA protections in place I can review the Patent Application and our strategy to expand it/them with appropriate investors or with you. We will not distribute those documents to anyone at this time.
9. Assignments of rights and inventions by George O'Connor and Rich Kosowsky to Chime is attached. Form of NDA is attached and examples of employment agreements with non-compete agreements can be made available for your review.

While you didn't ask for it, also attached is a cash basis summary of expenses for 2018 through the end of July. This schedule shows that I have contributed \$341,720 to Chime during this period. During that time, I sold a total of \$500k of my personal membership interests to two investors, \$250k each.

There is a lot of information here and in the attached documents. If it would be helpful I'm available to walk you through these materials so you can have a full understanding of what we've been doing and when. Please let me know and if I'm in town I can come by your office or if travelling we can get together on a video conference call.

Sincerely,



George W. O'Connor – CEO  
Chime Media LLC